

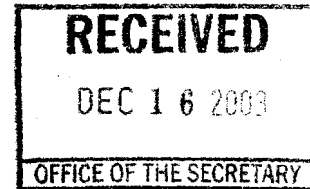
458

# DELPHI

J.T. Battenberg III  
Chairman of the Board.  
Chief Executive Officer & President

December 10, 2003

Jonathan G. Katz  
Secretary  
U.S. Securities and Exchange Commission  
450 Fifth Street NW  
Washington, DC 20549-0609



**Re: File No. S7-19-03**

Dear Mr. Katz:

I am the Chairman, CEO and President of Delphi Corporation, a Delaware corporation with \$27.4B in annual (2002) revenues and more than 187,000 employees worldwide. I appreciate this opportunity to provide comments on the Securities and Exchange Commission ("SEC") proposal to require companies to include shareholder nominees for directors in company proxy materials under certain circumstances.

We strongly supported the Sarbanes-Oxley Act of 2002, and we appreciate the SEC's efforts to implement the Act. We also support the newly revised New York Stock Exchange corporate governance listing standards, which we believe will foster sound corporate governance and responsiveness and will encourage more transparent business practices. We agree with Congress, the SEC and the securities markets that corporate boards and management must hold themselves to the highest standards of corporate governance. Delphi has had a majority of independent directors and a lead director ever since it became an independent company five years ago. Our Board committees – audit, compensation and governance – have always been composed entirely of independent directors. In fact, Delphi was the very first company to file the newly required affidavits to validate financial statements, weeks before the August 2002 deadline. Delphi's Board of Directors is the subject of a complimentary Harvard Business School case study, and is featured in the new corporate governance book *Back to the Drawing Board: Designing Corporate Boards for a Complex World* by Colin B. Carter and Jay W. Lorsch. Delphi has always taken good corporate governance very seriously.

However, we believe that complicating the director election process by requiring companies to include shareholder nominees in their proxy materials is not good corporate governance and, in fact, will enhance special interest groups' access to boardrooms. Furthermore, the proposed rules go far beyond the SEC's

stated intent of targeting a small number of unresponsive companies and will impact many U.S. public companies – regardless of their corporate governance practices or their responsiveness to shareholders.

If the inclusion of shareholder nominees in company proxy materials is to be required, we agree with the SEC that it only should be triggered by objective criteria indicating that shareholders have not had adequate access to an effective proxy process. We are concerned, however, that the proposed rules run counter to this goal. In particular, the trigger based on a majority-vote shareholder proposal to activate access would apply to any company, not merely those companies that have failed to respond to shareholder concerns. Moreover, the trigger based on a director's receipt of more than 35 percent "withhold" votes, while more appropriate than the first trigger, would not give the board and its nominating committee an opportunity to respond to shareholder concerns about a director before the company's proxy process is deemed ineffective. Finally, the proposed thresholds for shareholders to submit a proposal to activate access and to nominate directors are too low to justify the cost and substantial disruption of the proxy contests that would result.

We believe the SEC should allow the corporate governance reforms already adopted by Congress, the SEC and the securities markets to be fully implemented before proceeding with additional regulation. With the increased independence of boards of directors, the strengthened role and independence of nominating committees and the enhancement of shareholder-director communications, we believe that the issues that led to calls for shareholder access will be addressed. If the SEC nevertheless concludes that changes in the director election process are necessary, then we believe it is necessary to substantially revise the proposed rules to better target them to non-responsive companies.

Thank you for considering these concerns about the proposed rules. If you would like to discuss these comments or any other issue, please do not hesitate to contact me, or Logan Robinson, my General Counsel, at 248-813-2537.

Sincerely,



J. T. Battenberg III  
Chairman, CEO and President  
Delphi Corporation

c: John D. Opie, Lead Director